

EXHIBIT B

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
)	Case No. 22-11238 (LSS)
)	(Jointly Administered)
WINC, INC. et al, ¹)	
)	Related DI No.:

**ORDER GRANTING THE FIRST OMNIBUS
OBJECTION (NON-SUBSTANTIVE) OF THE CLUB W. CREDITOR
TRUST SEEKING ENTRY OF AN ORDER DISALLOWING AND EXPUNGING
CERTAIN CLAIMS (DUPLICATE, AMENDED OR SUPERSEDED CLAIMS)**

Upon consideration of the omnibus claims objection (the “Omnibus Objection”) of the Club W. Creditor Trust (the “Creditor Trust”), seeking entry of an order (this “Order”) modifying or disallowing and expunging the proofs of claim identified on Schedule 1 attached hereto (the “Duplicate, Amended or Superseded Claims”, or the “Disputed Claims”) pursuant to sections, 105(a), 502 and 558 of title 11 of the United States Code (the “Bankruptcy Code”); rules 3001, 3003, and 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Order (I) Establishing Deadline For Filing Proofs Of Claim And (II) Approving the Form, Timing, And Manner Of Notice Thereof [Docket No. 277] (the “Bar Date Order”), all as more fully set forth in the Omnibus Objection; and upon consideration of the declaration of Brian Ryniker, (the “Ryniker Declaration”), annexed to the Omnibus Objection as Exhibit A; and upon consideration of the Omnibus Objection and the arguments contained therein and the opposition thereto, if any; and upon the hearing (the “Hearing”) on the Omnibus Objection having been held before this Court; and upon representations of counsel at the Hearing; and the Court having jurisdiction over the Omnibus Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). In accordance with Section 9.5 of the Plan, the Debtor Winc Lost Poet, LLC was dissolved as the Effective Date (as defined therein).

and consideration of the Omnibus Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Omnibus Objection has been given, and that no other or further notice need be given; and it appearing that the legal and factual bases set forth in the Omnibus Objection and on the record at the Hearing establish just cause for the relief granted herein; and it further appearing that the requested relief is reasonable, proper and in the best interest of the Creditor Trust, the bankruptcy estates, and creditors; and after due deliberation and sufficient cause appearing; it is hereby:

ORDERED, that the Omnibus Objection is sustained to the extent set forth herein; and it is further

ORDERED, that the Duplicate, Amended or Superseded Claims set forth on Schedule 1 to this Order are disallowed and expunged in full; and it is further

ORDERED, that this Order is without prejudice to the rights of the Creditor Trust to object to any of the Disputed Claims or the remaining Claims, including the Surviving Claims, on any grounds whatsoever, and all further substantive or procedural objections to such claims are reserved; and it is further

ORDERED, that the Creditor Trust is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Omnibus Objection; and it is further

ORDERED, that the Creditor Trust and/or Epiq, is authorized and empowered to modify the official claims register in a manner consistent with this Order; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to any matters arising from or related to the interpretation and implementation of this Order.

Schedule 1

Duplicate and Amended/Superseded Claims

<u>Duplicate and Superseded Claims</u>									
<u>Superseded Claims</u>					<u>Surviving Claims</u>				
Claimant	Debtor	Claim No.	Date Filed	Amount	Claimant	Debtor	Claim No.	Date Filed	Amount
Atticus Publishing LLC c/o Akerman LLP ATTN: Mark Liu 601 W. Fifth St. Suite 300 Los Angeles, CA 90071	Winc, Inc.	20292	03/20/2023	\$81,120.41	Atticus Publishing LLC c/o Akerman LLP ATTN: Mark Liu 601 W. Fifth St. Suite 300 Los Angeles, CA 90071	Winc, Inc.	20584	04/05/2023	\$81,120.41
Atticus Publishing LLC c/o Akerman LLP ATTN: Mark Liu 601 W. Fifth St. Suite 300 Los Angeles, CA 90071	Winc, Inc.	20583	04/05/2023	\$81,120.41					
California Department of Tax and Fee Administration, c/o Collections Support Bureau MIC 55 ATTN: Ryan Slauson P.O. Box 942879	BWSC, LLC	339	09/18/2023	\$26,739.66	California Department of Tax and Fee Administration, c/o Collections Support Bureau MIC 55 ATTN: Ryan Slauson P.O. Box 942879	BWSC, LLC	340	09/21/2023	\$26,739.66

Sacramento, CA 94279-0055					Sacramento, CA 94279-0055				
Evenden, Richard 22 Cullinane St. Black Rock, VIC 3193	Winc, Inc.	20637	04/25/2023	\$14,000.00	Evenden, Richard 22 Cullinane St. Black Rock, VIC 3193	BWSC, LLC	20639	04/25/2023	\$14,000.00
Evenden, Richard 22 Cullinane St. Black Rock, VIC 3193	BWSC, LLC	20638	04/25/2023	\$14,000.00					
Iowa Department of Revenue c/o Office of the Attorney General of Iowa ATTN: Bankruptcy Unit 1305 E. Walnut Des Moines, IA 50319	BWSC, LLC	20032	12/16/2022	\$9,351.62	Iowa Department of Revenue c/o Office of the Attorney General of Iowa ATTN: Bankruptcy Unit 1305 E. Walnut Des Moines, IA 50319	BWSC, LLC	20651	05/04/2023	\$6,936.73
Lancaster, Caroline 5550 Wilshire Blvd. #419 Los Angeles, CA 90036	Winc, Inc.	20059	12/29/2022	\$5,850.00	Lancaster, Caroline 1916 1/2 Clyde Ave. Los Angeles, CA 90019	Winc, Inc.	20694	07/07/2023	\$5,850.00
Margeaux Walter Studio 6871 California Ave. Joshua Tree, CA 92252	Winc, Inc.	1	12/06/2022	\$9,640.46	Margeaux Walter Studio 6871 California Ave. Joshua Tree, CA 92252	Winc, Inc.	49	03/20/2023	\$9,640.46

Margeaux Walter Studio 6871 California Ave. Joshua Tree, CA 92252	Winc, Inc.	20002	12/01/2022	\$9,640.46					
Pennsylvania Department of Revenue P.O. Box 280946 Harrisburg, PA 17110	BWSC, LLC	20072	01/05/2023	\$6,543.25	Pennsylvania Department of Revenue P.O. Box 280946 Harrisburg, PA 17110	BWSC, LLC	20105	02/16/2023	\$0.00
State of Minnesota Department of Revenue P.O. Box 64447 – BKY St. Paul, MN 55164-0447	BWSC, LLC (but indicates Case No. 22-11238)	10	01/17/2023	\$75,657.95	State of Minnesota Department of Revenue P.O. Box 64447 – BKY St. Paul, MN 55164-0447	BWSC, LLC (but indicates Case No. 22- 11238)	83	03/22/2023	\$107,629.02
State of Minnesota Department of Revenue P.O. Box 64447 – BKY St. Paul, MN 55164-0447	BWSC, LLC (but indicates Case No. 22-11238)	13	01/10/2023	\$75,657.95					
State of Minnesota Department of Revenue P.O. Box 64447 – BKY St. Paul, MN	BWSC, LLC (but indicates Case No.	15	01/20/2023	\$75,657.95					

55164-0447	22-112389)								
State of Minnesota Department of Revenue P.O. Box 64447 – BKY St. Paul, MN 55164-0447	BWSC, LLC (but indicates Case No. 22-11238)	183	03/21/2023	\$107,629.02					